

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

-----	X	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u>	:	Case No. 08-35653-KRH
	:	
Debtors.	:	Jointly Administered
	:	Judge Kevin R. Huennekens
-----	X	

**ORDER GRANTING MOTION AND SUPPORTING MEMORANDUM
OF CCDC MARION PORTFOLIO, L.P. FOR AN ORDER COMPELLING
PERFORMANCE OF AGREEMENT REGARDING MOTION COMPELLING
PAYMENT OF POST-PETITION RENT PURSUANT TO 11 U.S.C. § 365(d)(3)**

This matter having come before the Court upon the Motion and Supporting Memorandum of CCDC Marion Portfolio, L.P. ("CCDC") for an Order Compelling Performance of Agreement Regarding Motion Compelling Payment of Post-Petition Rent Pursuant to 11 U.S.C. § 365(d)(3) (the "Motion") filed in the bankruptcy cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), the Court finds that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (iii) proper and adequate notice of the Motion and

Robert S. Westermann (VSB # 43294)
Henry (Toby) P. Long, III (VSB # 75134)
HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, VA 23219-4074
Telephone: (804) 788-8327
Facsimile: (804) 788-8218

and

Michael S. Held (Texas Bar No. # 09388150)
HUNTON & WILLIAMS LLP
1445 Ross Avenue, Suite 3700
Dallas, TX 75202-2799
Telephone: (214) 468-3334
Facsimile: (214) 468-3599

Attorneys For CCDC Marion Portfolio, L.P.

the opportunity for a hearing thereon has been given and no other or further notice is necessary, and (iv) good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and the arguments presented at any hearing had thereupon. Therefore,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is **GRANTED**.
2. Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Motion.
3. The Debtors are authorized and directed to pay to CCDC, within two (2) business days of the entry of this Order, the Post-Petition Rent in the total aggregate amount of \$400,562.49.
4. The Debtor shall, within two (2) business days of its receipt of a written request from CCDC, reimburse CCDC for all of its reasonable and actual attorneys' fees and costs incurred in preparing and prosecuting the Motion.
5. The Debtor shall make all future monthly payments of administrative rent and related charges to CCDC in full on or before the first day of the month for which such administrative rent and related charges accrue, as required by the Lease.

6. This Court retains jurisdiction to enforce and implement the terms and provisions of this Order and to resolve any and all disputes related thereto.

ENTERED in Richmond, Virginia this _____ day of _____, 2009.

United States Bankruptcy Judge

LOCAL RULE 9022-1 CERTIFICATION

I hereby certify that the foregoing has been either endorsed or served upon all necessary parties.

/s/ Robert S. Westermann